

HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

1333 Brewery Park Boulevard, Suite 101, Detroit, MI 48207-2699
Telephone 313.396.6600 Facsimile 313.396.6117

WITH OFFICES IN
CHICAGO • WASHINGTON • DALLAS

Mary P. Sclawy
Direct line: 313.396.6357

August 13, 1996

8490-D

Secretary
Surface Transportation Board
Room 2215
12th and Constitution Ave. N.W.
Washington, DC 20423

1001-0000 100

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Notice of Renumbering of Leased Units of Railroad Rolling Stock, dated July 19, 1996 and executed by Grand Trunk Western Railroad, lessee under a certain lease dated as of June 1, 1976 (the "Lease"). The leased units covered by this notice are boxcars, subject to the Lease and to a Conditional Sale Agreement, dated as of June 1, 1976 (the "CSA"); the boxcars are subject to a sublease of railroad equipment, dated as of March 23, 1988 (the "Sublease").

The CSA and the Lease were filed with the Interstate Commerce Commission on September 24, 1976 and assigned recordation numbers 8490 and 8490-A, respectively; the Sublease was recorded on April 4, 1988 and assigned recordation number 5558.

The parties to the agreements are:

Vendor Pullman Incorporated, predecessor in interest to First Security Bank of Utah, N.A.

Vendee/
Lessor/
Owner-Trustee American Security and Trust Company, N.A., predecessor in interest to the Bank of New York

Trustor Westinghouse Credit Corporation, predecessor in interest to Mellon Financial Services Corporation #3

Lessee/
Sublessor Grand Trunk Western Railroad Company, predecessor in interest to Grand Trunk Western Railroad Incorporated

RECEIVED
SURFACE TRANSPORTATION
BOARD

AUG 19 1 44 PM '96

Sublessee Itel Rail Corporation, predecessor in interest to General Electric
Railcar Leasing Services Corporation

The boxcars subject to this notice of renumbering and their reporting marks are as set forth on Schedule A to Notice of Renumbering, copy of which is attached hereto.

Enclosed is Grand Trunk Western Railroad's check No. 1787 in the amount of \$21.

Please accept one counterpart of this document for filing, stamp the remaining counterpart with your recordation number and return it and the fee receipt to the undersigned.

Sincerely,



Mary P. Sclawy

C: John A. N. Lamont

CA 4582

Schedule A to Notice of Renumbering

FIRST GROUP OF BOXCARS

Rolling Stock Type: 100-ton boxcars built by Pullman Incorporated in 1976
with AAR designation XP.

#	Original Lease Mark & Number		New Lease Mark & Number		Note
1	GTW	375400	MDW	1800	
2	GTW	375401	MDW	1801	
3	GTW	375402	MDW	1802	
4	GTW	375403	MDW	1803	
5	GTW	375404	MDW	1804	
6	GTW	375405	MDW	1805	
7	GTW	375406	MDW	1806	
8	GTW	375407	MDW	1807	
9	GTW	375408	-	-	Unit Destroyed
10	GTW	375409	MDW	1808	
11	GTW	375410	MDW	1809	
12	GTW	375411	MDW	1810	
13	GTW	375412	MDW	1811	Unit Destroyed
14	GTW	375413	MDW	1812	
15	GTW	375414	MDW	1813	
16	GTW	375415	MDW	1814	
17	GTW	375416	MDW	1815	
18	GTW	375417	MDW	1816	
19	GTW	375418	MDW	1817	
20	GTW	375419	MDW	1818	
21	GTW	375420	MDW	1819	
22	GTW	375421	MDW	1820	
23	GTW	375422	MDW	1821	
24	GTW	375423	MDW	1822	
25	GTW	375424	MDW	1823	
26	GTW	375425	MDW	1824	
27	GTW	375426	MDW	1825	
28	GTW	375427	MDW	1826	
29	GTW	375428	MDW	1827	
30	GTW	375429	-	-	Unit Destroyed
31	GTW	375430	MDW	1829	
32	GTW	375431	MDW	1830	
33	GTW	375432	MDW	1831	
34	GTW	375433	MDW	1832	
35	GTW	375434	MDW	1833	
36	GTW	375435	MDW	1834	
37	GTW	375436	MDW	1835	
38	GTW	375437	MDW	1836	

**SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001**

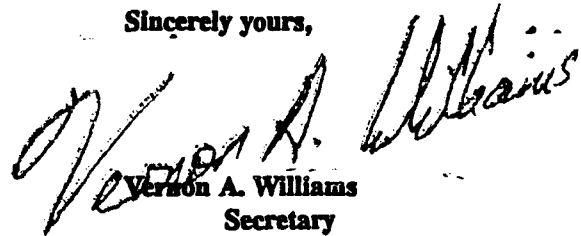
8/19/96

Mary P. Sclawy
Hopkins & Sutter
1333 Brewery Park Boulevard
Ste. 101
Detroit, Michigan 48207-2699

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/19/96 at 1:55PM, and assigned recordation number(s). 5565-F, 6062-E, 8490-D, 9860-P, 14421-I, 15268-E, 15700-D, 16401-D and 16904-D.

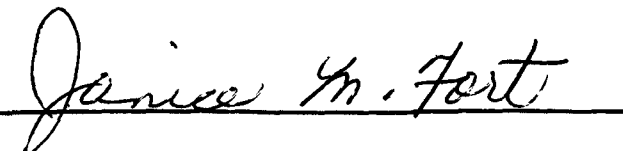
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 189.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



8490-D

AUG 1 1988

NOTICE OF RENUMBERING
OF LEASED UNITS OF RAILROAD ROLLING STOCK

WHEREAS *Pullman Incorporated* (predecessor-in-interest to *First Security Bank of Utah, N.A.*), as vendor and *American Security and Trust Company, N.A.* (predecessor-in-interest to *The Bank of New York*) as vendee ("Trustee") entered into a Conditional Sale Agreement dated as of 1 June 1976 (the "CSA") covering the construction and sale of certain covered hopper cars and boxcars;

WHEREAS *Grand Trunk Western Railroad Company* (predecessor-in-interest to *Grand Trunk Western Railroad Incorporated*) as lessee (the "Lessee") entered into a Lease of Railroad Equipment dated as of 1 June 1976 (the "Lease"), with the Trustee as lessor (and owner-trustee pursuant to a Trust Agreement of even date with *Westinghouse Credit Corporation* (predecessor-in-interest to *Mellon Financial Services Corporation # 3*) as trustor), covering the covered hopper cars and boxcars constructed and sold pursuant to the CSA;

WHEREAS the Lessee as sublessor entered into a Sublease of Railroad Equipment dated as of 23 March 1988 (the "Sublease"), with *Ite Rail Corporation* (predecessor-in-interest to *General Electric Railcar Leasing Services Corporation*) as sublessee (the "Sublessee"), covering the boxcars leased to Lessee pursuant to the Lease;

WHEREAS the CSA, Lease and Sublease were recorded with:

- 1) *The Interstate Commerce Commission* (predecessor to the *Surface Transportation Board*), in accordance with Section 20c of the *Interstate Commerce Act* (now 49 U.S.C. Section 11301), i), with respect to the CSA and the Lease, on 24 September 1976 at 1:35 P.M. and assigned recordation numbers 8490 and 8490-B, respectively and ii), with respect to the Sublease, on 4 April 1988 at 10:35 A.M. and assigned recordation number 5558; and
- 2) *The Office of the Registrar General of Canada*, pursuant to Section 86 (which became Section 90) of the *Railway Act of Canada* (and is now Section 105 of the *Canada Transportation Act*), i), with respect to the CSA and the Lease, on or about September 1976 and ii), with respect to the Sublease, on 6 April 1988 at 2:05 P.M.


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NOW THEREFORE, TAKE NOTICE THAT a) the Sublessee has renumbered the boxcars subject to the CSA, Lease and the Sublease, as set forth on Schedule A attached hereto and made a part hereof, and b) the Lessee, pursuant to the terms of the CSA and the Lease, shall cause this Notice of Renumbering to be filed at x) the Surface Transportation Board and y) the Office of the Registrar General of Canada.

IN WITNESS WHEREOF, this Notice of Renumbering has been executed, by an authorized signatory of the Lessee, as of the 19th day of July 1996.

***GRAND TRUNK WESTERN RAILROAD
INCORPORATED as lessee and sublessor***

By: 
John A.N. Lamont

GTW File Reference: CA 4582

Schedule A to Notice of Renumbering

FIRST GROUP OF BOXCARS

Rolling Stock Type: 100-ton boxcars built by Pullman Incorporated in 1976
with AAR designation XP.

#	Original Lease Mark & Number		New Lease Mark & Number		Note
1	GTW	375400	MDW	1800	
2	GTW	375401	MDW	1801	
3	GTW	375402	MDW	1802	
4	GTW	375403	MDW	1803	
5	GTW	375404	MDW	1804	
6	GTW	375405	MDW	1805	
7	GTW	375406	MDW	1806	
8	GTW	375407	MDW	1807	
9	GTW	375408	-	-	Unit Destroyed
10	GTW	375409	MDW	1808	
11	GTW	375410	MDW	1809	
12	GTW	375411	MDW	1810	
13	GTW	375412	MDW	1811	Unit Destroyed
14	GTW	375413	MDW	1812	
15	GTW	375414	MDW	1813	
16	GTW	375415	MDW	1814	
17	GTW	375416	MDW	1815	
18	GTW	375417	MDW	1816	
19	GTW	375418	MDW	1817	
20	GTW	375419	MDW	1818	
21	GTW	375420	MDW	1819	
22	GTW	375421	MDW	1820	
23	GTW	375422	MDW	1821	
24	GTW	375423	MDW	1822	
25	GTW	375424	MDW	1823	
26	GTW	375425	MDW	1824	
27	GTW	375426	MDW	1825	
28	GTW	375427	MDW	1826	
29	GTW	375428	MDW	1827	
30	GTW	375429	-	-	Unit Destroyed
31	GTW	375430	MDW	1829	
32	GTW	375431	MDW	1830	
33	GTW	375432	MDW	1831	
34	GTW	375433	MDW	1832	
35	GTW	375434	MDW	1833	
36	GTW	375435	MDW	1834	
37	GTW	375436	MDW	1835	
38	GTW	375437	MDW	1836	

39	GTW	375438	MDW	1837	
40	GTW	375439	MDW	1838	
41	GTW	375440	-	-	Unit Destroyed
42	GTW	375441	MDW	1839	
43	GTW	375442	MDW	1840	
44	GTW	375443	MDW	1841	
45	GTW	375444	MDW	1842	
46	GTW	375445	MDW	1843	
47	GTW	375446	MDW	1844	
48	GTW	375447	MDW	1845	
49	GTW	375448	MDW	1846	
50	GTW	375449	MDW	1847	
51	GTW	375450	MDW	1848	
52	GTW	375451	MDW	1849	
53	GTW	375452	MDW	1850	
54	GTW	375453	MDW	1851	
55	GTW	375454	MDW	1852	
56	GTW	375455	MDW	1853	Unit Destroyed
57	GTW	375456	MDW	1854	
58	GTW	375457	MDW	1855	
59	GTW	375458	MDW	1856	
60	GTW	375459	MDW	1857	
61	GTW	375460	MDW	1858	
62	GTW	375461	MDW	1859	
63	GTW	375462	MDW	1860	
64	GTW	375463	MDW	1861	
65	GTW	375464	MDW	1862	
66	GTW	375465	MDW	1863	
67	GTW	375466	MDW	1864	
68	GTW	375467	MDW	1865	
69	GTW	375468	MDW	1866	
70	GTW	375469	MDW	1867	
71	GTW	375470	MDW	1868	
72	GTW	375471	MDW	1869	
73	GTW	375472	MDW	1870	
74	GTW	375473	MDW	1871	
75	GTW	375474	MDW	1872	
76	GTW	375475	MDW	1873	
77	GTW	375476	MDW	1874	
78	GTW	375477	MDW	1875	
79	GTW	375478	MDW	1876	
80	GTW	375479	MDW	1877	
81	GTW	375480	MDW	1878	
82	GTW	375481	MDW	1879	
83	GTW	375482	MDW	1880	
84	GTW	375483	MDW	1881	
85	GTW	375484	MDW	1882	
86	GTW	375485	MDW	1883	
87	GTW	375486	MDW	1884	
88	GTW	375487	MDW	1885	
89	GTW	375488	MDW	1886	

90	GTW	375489	MDW	1887
91	GTW	375490	MDW	1888
92	GTW	375491	MDW	1889
93	GTW	375492	MDW	1890
94	GTW	375493	MDW	1891
95	GTW	375494	MDW	1892
96	GTW	375495	MDW	1893
97	GTW	375496	MDW	1894
98	GTW	375497	MDW	1895
99	GTW	375498	MDW	1896
100	GTW	375499	MDW	1897

SECOND GROUP OF BOXCARS

Rolling Stock Type: 100-ton boxcars built by Pullman Incorporated in 1976
with AAR designation XL.

#	Original Lease Mark & Number		New Lease Mark & Number		Note
1	GTW	375500	MDW	1898	Unit Destroyed
2	GTW	375501	MDW	1899	
3	GTW	375502	IATR	375502	
4	GTW	375503	SRY	4251	
5	GTW	375504	SRY	4252	
6	GTW	375505	SRY	4253	
7	GTW	375506	SRY	4254	
8	GTW	375507	SRY	4255	
9	GTW	375508	IATR	375508	
10	GTW	375509	SRY	4256	
11	GTW	375510	SRY	4257	
12	GTW	375511	IATR	375511	
13	GTW	375512	IATR	375512	
14	GTW	375513	IATR	375513	
15	GTW	375514	IATR	375514	
16	GTW	375515	IATR	375515	
17	GTW	375516	IATR	375516	
18	GTW	375517	MDW	1828	

PROVINCE OF QUEBEC)
) ss
DISTRICT OF MONTREAL)

On this 23 day of July, 1996, before me personally appeared John A.N. Lamont, to me personally known, who being by me duly sworn says that he is duly authorized to state that said instrument was signed on behalf of Grand Trunk Western Railroad Incorporated, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Commissioner for Oaths

My commission expires: July 26, 1996

YVAN ROY
Commissioner for Oaths
Commissaire à l'Assermentation
District - Montreal
Expires July 26, 1996
No. 126 531